

**BYLAWS of the UNITARIAN UNIVERSALIST COMMUNITY CHURCH
OF SANTA MONICA**

As amended May 19, 2013

PREAMBLE. PURPOSE OF THESE BYLAWS

It is the purpose of these Bylaws:

- A. To establish, and define the authority of, a Board of Directors.
- B. To establish key policies and procedures that may be changed only by the Congregation, not by the Board alone:
 - 1. Name and purpose of, and requirements for membership in, the Church.
 - 2. Makeup of, and method of selection of members of, the Board and key management staff committees (Finance and Personnel).
 - 3. Responsibilities of and procedures for selection and dismissal of, the Minister(s).
 - 4. Requirements for, and procedures for calling, business meetings of the Congregation.
 - 5. Provisions for formal affiliation of organizations closely related to, but not actually a part of, the Church.
 - 6. Any other policies, procedures, or mandates that the Congregation decides should require its approval to establish or change.
 - 7. Procedure for amending the Bylaws.

It follows that the Bylaws should not contain policies, procedures, or detail that the Board should be free to approve or modify without resort to a congregational vote.

ARTICLE I. NAME AND AFFILIATION

The name of this Church and of the Corporation under which it does business shall be the "Unitarian Universalist Community Church of Santa Monica". This Church shall maintain affiliation with the Unitarian Universalist Association.

ARTICLE II. PURPOSE OF THE CHURCH

It is the purpose of this Church, in the Unitarian Universalist tradition, to provide a place where freedom of worship, freedom of speech, freedom of thought, and freedom for the dissemination of ideas shall be welcomed, protected, and fostered; to maintain a pulpit where these freedoms shall be

exercised and made manifest to the members of this Church and to the community in which we carry on our activities; to develop the intellectual, physical, moral, and spiritual faculties of all persons without any discrimination based upon race, color, national origin, disability, sex, sexual orientation, or gender identity; and to provide a community in which the members offer moral and spiritual support to each other.

ARTICLE III. MEMBERSHIP

- A. To become a member of this Church, a person shall:
1. Sign a statement of intent to participate as a member in the community life of the Church.
 2. Reside within the Pacific Southwest District of the Unitarian Universalist Association (PSWD-UUA).
 3. Be at least sixteen years of age or have successfully completed the Church's Coming of Age Program.
 4. Make a financial contribution of record, or a pledge to do so, to the Church.
- B. All statements of membership intent by persons who meet the requirements of Section A of this Article shall be presented by the Secretary (throughout these Bylaws, the word Secretary shall mean the Secretary of the Corporation) to the Board of Directors (hereafter referred to alternatively as the Board) at its next regular meeting. This presentation represents only a formal notification of the Board, and the statement of membership intent is not subject to rejection or other action by the Board. A person's Church membership shall begin as of the date of the Board meeting at which the statement of membership is presented. The President shall provide each new member with formal notification of his/her membership within two weeks after that meeting.
- C. Anyone who has been a member of the Church for forty days shall become a voting member and shall then be eligible to vote at Church business meetings.
- D. A person's membership shall be terminated by any of the following actions:
1. Written resignation by the member.
 2. The member's ceasing to reside within the PSWD-UUA.
 3. The member's failure to make a financial contribution of record during a calendar year after having been notified in writing of this requirement

by the Secretary in November of that year. Membership termination shall be effective on the twenty-first day of the following January unless a financial contribution of record has been made by that time.

- E. A former member who applies for reinstatement of membership must meet all of the requirements of Section A of this Article anew, but becomes a voting member upon presentation of the statement of membership intent to the Board, without the forty-day waiting period.
- F. The Secretary shall notify in writing any person whose membership is terminated or who has signed a statement of membership intent but fails to meet the other requirements of Section A of this Article.
- G. The Secretary is responsible for maintenance of a current membership list, which shall be available for inspection in the Church office.

ARTICLE IV. OFFICERS

- A. The Officers of this Church, who shall be elected for a term of one year, shall be:
 - 1. A President, who shall also be Chairperson of the Board of Directors.
 - 2. A Vice-President, who shall act in place of the President when the latter is unavailable.
 - 3. A Secretary, who shall act as secretary to the Church Corporation and to the Board, and in that capacity shall record the minutes of all Board meetings and Church business meetings. In addition, the duties of the Secretary include those specified in Article III, Sections B, D.3, F and G; Article VIII, Section K.2; Article XI, Sections C, D, E, and H.2; Article XII, Section D; Article XIII, Section A.1.b. Any or all of these latter duties may be delegated to the Church Administrator or other appropriate staff member(s) at the discretion of the Secretary.
 - 4. A Treasurer, who shall be responsible for monitoring the financial performance and condition of the Church and advising the Board and the Congregation on the significance thereof, and who shall be bonded in an amount to be determined by the Board.
- B. All Officers shall be elected or appointed from among those voting members of the Church who have been voting members for at least the preceding twelve months. Officers shall be eligible, if nominated for reelection, to serve for a maximum of three consecutive full one-year terms in any one office. This limit is not reduced by the member's having been appointed to a partial term in accordance with Article V, Section E.

- C. Any Officer or other member of the Board may be removed from office by a vote at a meeting of the Board or a Church business meeting.
 - 1. Such action at a Board meeting requires an affirmative vote by seven or more Board members at an open meeting with the Minister (if there is one) in attendance. Advance notice of a Board meeting at which such a vote is to be taken shall be given in writing to all Board members and to the Minister (if there is one), a copy of this notice shall be posted prominently in the Church, and this notice shall state that such a vote is scheduled to take place.
 - 2. Such action at a Church business meeting requires a two-thirds majority of the total votes cast, and also two-thirds majority of the votes cast by those present and eligible to vote. The notice of the meeting shall state that such a vote is scheduled to take place. Following such action, a successor shall be appointed as specified in Article V, Section E.

ARTICLE V. BOARD OF DIRECTORS

- A. There shall be a Board of Directors, consisting of the Officers of the Church, the immediate past President, and four additional Directors.
 - 1. Except in unusual circumstances, the Board shall meet in open session once each month.
 - 2. A quorum for a meeting of the Board shall consist of five or more of its members.
- B. The Board, subject to the prime authority of the Congregation (throughout these Bylaws, the word Congregation shall mean the entire voting membership of the Church) and except as limited by these Bylaws, shall have full authority and responsibility concerning the business and management of the Church. Without diminishing that authority and responsibility, day-to-day administration of Church affairs normally shall be conducted by the Church Administrator in concert with the President, with policy guidance from the Finance and Personnel Committees (constituted as specified in Article VI). However, the Board shall oversee the actions of the Administrator and these committees and shall take any actions in connection therewith that it deems necessary or desirable.
- C. All members of the Board shall be elected, appointed or ratified from among those voting members of the Church who have been voting members for at least the preceding twelve months.

1. At each Annual Meeting, the voting members of the Church shall elect two non-officer Directors for terms of two years each.
 2. Non-officer Board members shall be eligible, if nominated for re-election, to serve in this capacity for a maximum of two consecutive full two-year terms. This limit is not reduced by the member's having been appointed to a partial term vacated by another person.
 3. With the exception of the President and immediate past President, Board membership shall not exceed eight (8) consecutive years.
- D. Any officer or other member of the Board who fails to attend three consecutive monthly meetings of the Board shall be presumed to have resigned.
- E. If any member of the Board (excluding the immediate Past President) shall die, resign, or otherwise be unable to serve, the Nominating Committee shall appoint a person to fill the vacancy so created. If the Immediate Past President shall die, resign, or otherwise be unable to serve, the remaining members of the Board may appoint another past president to fill the vacancy so created.
1. Each person so appointed (except to fill the position of Immediate Past President) shall serve until the next Annual Meeting, at which time the voting members of the Church shall elect a person to fill the vacancy if the term for which the vacancy occurred has not expired.
 2. In the case of a person who has been presumed to resign in accordance with Section D of this article, the Board may reappoint the same person if it finds such action advisable.

ARTICLE VI. COMMITTEES

- A. Finance Committee
1. There shall be a Finance Committee, which shall be responsible for recommending to the Board, and advising the Board on, general and specific Church finance policies and procedures including development of the annual budget.
 2. This committee shall consist of not fewer than three standing members plus the Treasurer, chair of the Investment Committee, chair of the Stewardship Committee, and chairs of any other standing committees whose primary function is to raise funds. The Church Administrator shall attend committee meetings as requested by the Finance Committee. Prior or current experience in finance or business management shall be a

significant consideration in the selection of the standing members. No standing member of the Finance Committee may serve for more than four consecutive years. All standing members of this committee shall be voting members of the Church.

3. The Treasurer shall serve as the chair of the Finance Committee, unless he or she declines to serve in this dual capacity. If the Treasurer is unable or unwilling to serve as chair of the Finance committee, the Committee shall elect one of its standing members Chairperson, subject to ratification by the Board.

B. Personnel Committee

1. There shall be a Personnel Committee, which shall be responsible for recommending to the Board, and advising the Board on, general and specific personnel policies and procedures and personnel issues regarding the Church paid staff and ministers. The Personnel Committee is empowered only to make recommendations to the Board and shall not supersede or preempt the responsibilities of committees concerned with the functions and activities of particular paid staff members or ministers, but may on occasion serve as an adjunct to such committees. In particular, the Personnel Committee shall periodically review and recommend revisions of the job descriptions and employment agreements for, oversee periodic evaluation of the job performance of, and review and recommend changes in the compensation for, all paid staff and ministers. The committee also, in conjunction with any other committee or committees specifically concerned, shall review complaints, questions or disputes from the Church paid staff or members of the Congregation regarding terms of employment and other personnel matters, including disciplinary actions.

2. The Personnel Committee shall consist of not fewer than four standing members, at least two of whom shall be or have been members of the Board. The Minister shall be a regular non-voting participant in Personnel Committee meetings. The Church Administrator shall attend committee meetings as requested by the Personnel Committee. Prior or current experience in personnel or related business management shall be a significant consideration in the selection of the standing members. The selection of standing members shall be made by the Nominating Committee, subject to ratification by the Board. No standing member of the Personnel Committee may serve as a member of that committee for more than four consecutive years. All standing members of this committee shall be voting members of the Church.

3. The Committee shall elect a chair or co-chairs from among its members, subject to ratification by the Board.

C. Other Church Committees

Except for the Finance, Personnel and Nominating committees, the Faith in Action Commission and the Religious Exploration Council, the Board may establish or disestablish committees as it sees fit to meet the operational needs of the church. The Board may choose to name a chair or co-chairs for these committees or may delegate responsibility for choosing a chair or co-chairs to the members of the committee itself.

ARTICLE VII. AFFILIATED ORGANIZATIONS

- A. An affiliated organization of the Church is an organization which is recognized by the Church as a part of the Church community, but which maintains management and financial structures separate from those of the Church. The usual reasons for such separateness are to provide greater policy and financial flexibility for the affiliated organization; a consequence of the separateness is that the affiliated organization is not supported financially by the Church.
- B. An affiliated organization must have aims and purposes, which are consonant with, and supportive of, those of the Church. Such an organization may affiliate also with other organizations whose purposes are in accord with those of the Church.
- C. An application by an organization to become affiliated with the Church shall be made to the Church Board and include a statement of the purposes of the organization and a list of its officers. Affiliation is accomplished by a majority vote of the Church Board.
- D. The affiliated status of an organization may be revoked by a majority vote of the Church Board after:
1. A preliminary statement of intent to take such action is adopted by the Board and communicated in writing to the affiliated organization and to the congregation.
 2. Passage of a waiting period, following communication of the preliminary statement of intent, of at least sixty days encompassing at least two regular Board meetings. At one or more of those Board meetings, the affiliated organization and members of the Congregation shall have an opportunity to respond to the preliminary statement of intent.

ARTICLE VIII. MINISTER

- A. The minister of this Church shall be chosen by a two-thirds majority of the votes cast at a Church business meeting called in accordance with Article XI, Section D.
- B. It is the duty of the Minister to maintain, foster, and develop the purposes for which this Church was created, as those purposes are stated in the Articles of Incorporation and these Bylaws. Subject to observance of that duty, the Minister shall be free at all times to express honest convictions and belief on any and all subjects, both within and outside the pulpit of this Church.
- C. The Minister shall be in full charge of all religious services conducted by this Church, and shall see to it that all such services are conducted in such ways as to carry out the duty stated in Section B of this Article. Religious services shall consist of services of inspiration and worship, weddings, dedications, and memorials.
- D. At the Annual Meeting, the Minister shall report on Church-related ministerial activities of the preceding year.
- E. The Minister shall attend meetings of the Board but shall not have a vote on the Board.
- F. The Minister may bring to the attention of the Board any matter, which is pertinent to the welfare of the Church, and may make recommendations about action to be taken on such matters.
- G. The Minister can be dismissed only by a majority of the votes cast at a Church business meeting called in accordance with Article XI, Section D. In the event of dismissal, the Minister's compensation shall be continued for three months after the date of the vote, plus the term of any accrued vacation.
- H. If the Minister wishes to resign, or to indicate a willingness to resign, he/she shall present a written letter to that effect to the Board for consideration by the Congregation at a Church business meeting. Such a letter of resignation may be either accepted or rejected by a majority of the votes cast at the Church business meeting. If the letter is rejected, the Minister may resign nonetheless by giving written notice of his/her intention to do so to the President. If such notice is given, or if the initial letter of resignation is accepted, the Minister will be expected to continue to serve for some limited period of time as defined in the Minister's contract (see Section I).

- I. The Board shall draw up a written document, consistent with these Bylaws, which shall define the contractual relationship between the Minister and the Church. This contract shall go into effect when it has been approved by the Board and has been signed by both the President and the Minister.
- J. The Minister's compensation shall be determined as a part of the budget at the Annual Meeting.
- K. When there is a need to replace the Minister, a Minister Search Committee of nine Church members shall be elected by the Congregation at a Church business meeting, the time, place and purpose of which shall be broadly publicized at least thirty days before the meeting is held. The function of the Minister Search Committee is to search for and evaluate candidates for the position of Minister, working with UUA Headquarters and taking account of any guidelines which may be specified by the Congregation, and as a result of that search to recommend a candidate for Congregation approval in accordance with Section A of this Article.
 - 1. Nominations for election as members of the Minister Search Committee shall be made by the Nominating Committee and shall be submitted to the Board at a Board meeting held at least thirty-one days before the Church business meeting at which the election is to be held. The Nominating Committee shall attempt to make the slate of nominees broadly representative of the Congregation and of the major functions of the Church.
 - 2. Nominations also may be made by petition of ten or more voting members, submitted to the Church office at least twenty days before the Church business meeting at which the election is to be held, and validated by the Secretary.
 - 3. If the new Minister for which the Minister Search Committee was searching has not been selected and retained by the Congregation two years after the Committee was elected, the Committee shall be disbanded and a new committee shall be elected to continue the search. Members of the old committee may be candidates for election to the new committee.
- L. Other ministerial positions may be established by action at a Church business meeting. Sections A, B, D, E, F, G, I and J of this Article shall apply to all ministerial positions.

ARTICLE IX. SOCIAL ACTION

A Faith in Action (FIA) Commission shall be established and shall be responsible for working with the Minister, the Board of Directors, and the Congregation in

the overall coordination and management of the witness and advocacy program of the Church. If the Congregation has approved, by a two-thirds majority of those present at a Church business meeting, a position statement related to a social action issue, the FIA Commission and its leadership may speak and act appropriately on the Congregation's behalf, consistent with Church Bylaws and Board policies, to further the goal of the position statement. Other policies and procedures guiding the FIA Commission shall be developed internally by the FIA Commission, with periodic review by the Board of Directors.

ARTICLE X. RELIGIOUS EXPLORATION AND EDUCATION

A Religious Exploration Council shall be established and responsible for working with the Director of Religious Education, the Minister, and the Congregation in the overall coordination and management of the religious exploration program for children and youth of the Church. Policies and procedures guiding the RE Council shall be developed internally by the Council, with periodic review by the Board of Directors.

ARTICLE XI. CHURCH BUSINESS MEETINGS

- A. Within these Bylaws, the term "Church business meeting" signifies a meeting of the entire voting membership for the purpose of transacting corporate business of the Church. Such meetings include the Annual Meeting and Special Meetings.
- B. The Annual Meeting shall be held in May or June, at such time and place as shall be fixed by the Board in November. The Agenda for this meeting shall include, as a minimum:
 - 1. Presentation of reports by the President, the Treasurer, and the Minister(s).
 - 2. Distribution of written reports from the committee chairs.
 - 3. Election of Officers, other members of the Board, and the Nominating Committee.
 - 4. Adoption of a budget for the ensuing fiscal year.
 - 5. Installation of the newly elected Officers and members of the Board and Nominating Committee.
 - 6. Opportunity for comments from the Church membership.
- C. A Special Meeting may be held at any time of the year, and shall be called upon request of the Board or upon petition of ten percent or more of the voting members of the Church, as validated by the Secretary.

- D. The Secretary shall call all Church business meetings by posting a notice of the meeting prominently in the Church building, and by mailing copies of this notice to the membership, at least fifteen days before the meeting.
1. The notice shall state the time, place, and final Agenda for the meeting, and shall be accompanied by the final list of candidates for any election, the text of any proposed amendments to these Bylaws, and definitive statements of any other voting issues, which may be on the Agenda. The notice of the Annual Meeting also shall be accompanied by a copy of the proposed budget for the ensuing fiscal year.
 2. The Board may recommend action to be taken on any item of business, and any such recommendation shall be stated in the meeting notice.
- E. A tentative Agenda for the Annual Meeting or for any Special Meeting at which Bylaws amendments are to be voted on, accompanied by a tentative list of candidates for any election and the text of any proposed Bylaws amendments, shall be posted at least thirty days before the meeting. Additional items of business, not to include any additional proposed Bylaws amendments (see Article XIII, Section A.1.), shall be placed on the final Agenda only by petition of ten percent or more of the voting members, submitted to the Church office at least twenty days before the meeting and validated by the Secretary.
- F. A quorum for a Church business meeting shall consist of not less than one sixth of the voting members, all to be physically in attendance at the meeting. Neither proxies nor absentee ballots shall be counted in determining the presence of a quorum.
- G. The latest edition of "Robert's Rules of Order" shall be used as a guide for the conduct of all Church business meetings, except in those cases where such rules conflict with these Bylaws.
- H. Voting members of the Church who do not expect to be present at a Church business meeting may vote in absentia in any election, and on any other voting issue on the Agenda of the meeting in either of two manners:
1. By designation another voting member, who does expect to be present at the meeting, as his or her proxy. No attending member shall hold the proxy for more than one absent member. The attending member shall specify whose proxy he or she holds at the time of check-in to the meeting, and any absentee ballot for that absent member shall be voided.
 2. By completing and submitting an absentee ballot. The completed ballot, accompanied by the name of the member submitting it, must be received by the Secretary or the Church office at least two days prior to

the meeting. An absentee ballot shall be provided to any voting member upon request for same.

- I. In any election for an office for which there are more candidates than the number of positions to be filled, the candidate(s) with the highest numbers of votes shall be deemed to have been elected. If there is a tie between two or more candidates, not all of whom can be elected by this criterion, then a run-off election among the tied candidates shall be held at that same Church business meeting.
- J. Non-members are welcome to attend all Church business meetings. However, their active participation in any such meeting must be specifically approved by the presiding officer.

ARTICLE XII. NOMINATIONS

- A. There shall be a Nominating Committee composed of six members, who shall be elected by the Congregation for staggered three-year terms. Ordinarily, two shall be elected at each Annual Meeting. None of the six may be a member of the Board.
 - 1. If any of the four carry-over members of the Committee is elected to the Board at the Annual Meeting, the position of that member on the Committee thereby becomes vacant, and the Congregation shall immediately elect a replacement to serve for the remainder of the vacated term.
 - 2. All members of the Nominating Committee shall be elected, appointed, or selected from among those voting members of the Church who have been voting members for at least the preceding twelve months. A person who has served on the Committee for a full three-year term shall be eligible for reelection to the subsequent term.
 - 3. The most recent Chairperson of the Nominating Committee shall convene the Committee within three months after the Annual Meeting, at which Committee meeting the Committee shall elect one of its members Chairperson.
 - 4. The Nominating Committee shall not be subject to direction or dissolution by the Board.
- B. Vacancies on the Nominating Committee occurring between Annual Meetings shall be filled as follows:

1. If one of the positions other than that of the Chairperson becomes vacant, a replacement shall be selected by the remaining Committee members.
 2. If the office of Committee Chairperson becomes vacant, the Committee shall first bring itself to full-strength, and shall then elect a new Chairperson from among its members.
 3. Each person added to the Committee as prescribed in paragraphs 1 and 2 of this section shall serve until the next Annual Meeting, at which time the voting members of the Church shall elect a person to fill the vacancy if the term for which the vacancy occurred has not expired.
- C. The nominating Committee shall nominate one or more candidates for each position to be filled by election at the next Annual Meeting. This includes the Officers, two members-at-large of the Board, and two members of the Nominating Committee, plus any elective positions in which a vacancy occurred during the previous year.
1. No member of the Nominating Committee may be nominated by the Nominating Committee for any of the positions for which it is selecting nominees. Members of the Nominating Committee may be nominated by petition (see paragraph D of this Section) for any position.
 2. No name may be placed in nomination unless the prospective candidate has agreed to serve.
 3. The Committee shall submit its list of nominees to the Board at a Board meeting held at least thirty-one days before the Annual Meeting.
- D. The final ballot shall include nominations by petition of ten or more voting members, submitted to the Board and validated by the Secretary at or prior to:
1. The last regularly scheduled Board meeting occurring at least thirty-one days before the Annual Meeting, or
 2. Any later meeting of the Board at which the Nominating Committee is to submit its list of nominees, or submitted to the Church office at least twenty days before the Annual Meeting and validated by the Secretary. If any additional nominations have been made by petition, those nominations shall be so identified on the final ballot.
- E. The final ballot shall include a list of all offices for which elections are to be held, and an alphabetical list of all candidates for each office. The

ballot shall provide an opportunity to cast an explicit 'nay' vote against any candidate running unopposed.

- F. When a Minister Search Committee is to be elected (see article VIII, Section K), the Nominating Committee shall nominate a full slate of candidates for election to the Minister Search Committee.
 - 1. The Nominating Committee shall present its list of nominees to the Board in accordance with Article VIII, Section K.1.
 - 2. If any additional nominations have been made by petition, as provided for in Article VIII, Section K.2, those nominations shall be separately identified on the final ballot.
- G. Selection of standing members of the Personnel Committee and the Finance Committee will be made by the Nominating Committee, subject to ratification by the Board.

ARTICLE XIII. AMENDMENTS

- A. These Bylaws may be amended or repealed at any church business meeting, by the following means:
 - 1. A proposed amendment shall be placed on the Church business meeting agenda by either of two actions:
 - a. By a two-thirds vote at a Board meeting held at least thirty-three days before the church business meeting.
 - b. By petition of at least ten voting members of the Church, validated by the Secretary and presented to the Board and at a Board meeting held at least thirty-three days before the Church business meeting. At the close of that Board meeting, the submitter shall provide to the Board the final text of the amendment as then proposed, a verbatim copy of which the Secretary shall place on the Church Business meeting Agenda.
 - 2. The text of the proposed amendment, as placed on the Church business meeting Agenda in accordance with the preceding Section A.1, shall be posted prominently in the Church building at least thirty days before the meeting.
 - 3. The requirements for adoption of the proposed amendment are as follows:
 - a. If the text of the proposed amendment is unmodified from the text that was placed on the Agenda, then the amendment shall be

adopted if it receives a two-thirds majority of the total votes cast (including absentee ballots).

b. If the text of the proposed amendment is modified in any way from the Agenda text by action at the Church business meeting, then the amendment shall be adopted if it receives a two-thirds majority of the total votes cast and also a two-thirds majority of the votes cast by those present and eligible to vote.

- B. Amendments shall become effective immediately after adjournment of the meeting at which they are adopted.

ARTICLE XIV. TRANSFER OR DISPOSITION OF ASSETS

- A. Except as compensation for goods or services provided or sale for fair value received, Church assets (real or personal) having a fair market value of \$10,000 or more may be transferred to entities outside the Church only by a two-thirds majority of the votes cast (including absentee ballots) at a Church business meeting called in accordance with Article XI, section D.
- B. Under no circumstances, except as compensation for goods or services provided or sale for fair value received, may Church assets of any significant value be transferred to any current member of the Church.
- C. In the event of dissolution of the Church, all outstanding debts shall be paid and the remaining assets, both real and personal, and including all property heretofore and hereinafter donated to said Church, may be transferred in accordance with the preceding Section A to one or more of the Unitarian Universalist Association (currently located at 25 Beacon Street, Boston, Massachusetts), or its successor, and its affiliate organizations (among which are included the Unitarian Universalist congregations). In the absence of such explicit transfer, all such remaining assets shall become the property of the Unitarian Universalist Association or its successor, subject to all applicable laws.

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